

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In Re

**CALPINE CORPORATION, et al.,**x  
Chapter II

Case No. 05-60200 (BRL)

(Jointly Administered)

**HSBC BANK USA, NATIONAL  
ASSOCIATION, AS INDENTURE  
TRUSTEE,**

Case No. 1:07-cv-03088 (GBD)

Appellant,

- against -

**CALPINE CORPORATION,**

Appellee.

**HSBC BANK USA, NATIONAL  
ASSOCIATION, AS INDENTURE  
TRUSTEE,**

Case No. 1:07-cv-03122 (GBD)

Appellant,

- against -

**CALPINE CORPORATION,**

Appellee.

**HSBC BANK USA, NATIONAL  
ASSOCIATION, AS INDENTURE  
TRUSTEE,**

Case No. 1:07-cv-03124 (GBD)

Appellant,

- against -

**CALPINE CORPORATION,**

Appellee.

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DATE FILED: <u>MAY 02 2007</u>	

-----x  
**THE BANK OF NEW YORK, AS** :  
**ADMINISTRATIVE AGENT FOR THE** :  
**HOLDERS OF THE SECOND PRIORITY** :  
**SECURED TERM LOANS,** : **Case No. 1:07-cv-03125 (GBD)**  
:  
**Appellant,** :  
:  
- against - :  
:  
**CALPINE CORPORATION,** :  
:  
**Appellee.** :  
-----x  
**THE BANK OF NEW YORK, AS** :  
**ADMINISTRATIVE AGENT FOR THE** :  
**HOLDERS OF THE SECOND PRIORITY** :  
**SECURED TERM LOANS,** : **Case No. 1:07-cv-03126 (GBD)**  
:  
**Appellant,** :  
:  
- against - :  
:  
**CALPINE CORPORATION,** :  
:  
**Appellee.** :  
-----x  
**THE BANK OF NEW YORK, AS** :  
**ADMINISTRATIVE AGENT FOR THE** :  
**HOLDERS OF THE SECOND PRIORITY** :  
**SECURED TERM LOANS,** : **Case No. 1:07-cv-03127 (GBD)**  
:  
**Appellant,** :  
:  
- against - :  
:  
**CALPINE CORPORATION,** :  
:  
**Appellee.** :  
-----x

<b>WILMINGTON TRUST COMPANY,</b>	:	<b>Case No. 1:07-cv-03187 (GBD)</b>
Appellant,	:	
– against –	:	
<b>CALPINE CORPORATION,</b>	:	
Appellee.	:	
<b>WILMINGTON TRUST COMPANY,</b>	:	<b>Case No. 1:07-cv-03188 (GBD)</b>
Appellant,	:	
– against –	:	
<b>CALPINE CORPORATION,</b>	:	
Appellee.	:	
<b>WILMINGTON TRUST COMPANY,</b>	:	<b>Case No. 1:07-cv-03189 (GBD)</b>
Appellant,	:	
– against –	:	
<b>CALPINE CORPORATION,</b>	:	
Appellee.	:	
<b>WILMINGTON TRUST COMPANY,</b>	:	<b>Case No. 1:07-cv-03190 (GBD)</b>
Appellant,	:	
– against –	:	
<b>CALPINE CORPORATION,</b>	:	
Appellee.	:	

<b>WILMINGTON TRUST COMPANY,</b>	:	Case No. 1:07-cv-03191 (GBD)
Appellant,	:	
~ against ~	:	
<b>CALPINE CORPORATION,</b>	:	
Appellee.	:	
<b>WILMINGTON TRUST COMPANY,</b>	:	Case No. 1:07-cv-03192 (GBD)
Appellant,	:	
~ against ~	:	
<b>CALPINE CORPORATION,</b>	:	
Appellee.	:	
<b>WILMINGTON TRUST COMPANY,</b>	:	Case No. 1:07-cv-03193 (GBD)
Appellant,	:	
~ against ~	:	
<b>CALPINE CORPORATION,</b>	:	
Appellee.	:	
<b>WILMINGTON TRUST COMPANY,</b>	:	Case No. 1:07-cv-03194 (GBD)
Appellant,	:	
~ against ~	:	
<b>CALPINE CORPORATION,</b>	:	
Appellee.	:	

-----X  
**WILMINGTON TRUST FSB, SOLELY IN** :  
**ITS CAPACITY AS INDENTURE** :  
**TRUSTEE,** : **Case No. 1:07-CV-03195 (GBD)**  
:  
**Appellant,** :  
:  
- against - :  
:  
**CALPINE CORPORATION,** :  
:  
**Appellee.** :  
-----X  
**WILMINGTON TRUST FSB, SOLELY IN** :  
**ITS CAPACITY AS INDENTURE** :  
**TRUSTEE,** : **Case No. 1:07-cv-03196 (GBD)**  
:  
**Appellant,** :  
:  
- against - :  
:  
**CALPINE CORPORATION,** :  
:  
**Appellee.** :  
-----X  
**WILMINGTON TRUST FSB, SOLELY IN** :  
**ITS CAPACITY AS INDENTURE** :  
**TRUSTEE,** : **Case No. 1:07-cv-03197 (GBD)**  
:  
**Appellant,** :  
:  
- against - :  
:  
**CALPINE CORPORATION,** :  
:  
**Appellee.** :  
-----X

-----X  
**WILMINGTON TRUST FSB, SOLELY IN** :  
**ITS CAPACITY AS INDENTURE** :  
**TRUSTEE,** : Case No. 1:07-cv-03198 (GBD)  
:  
**Appellant,** :  
:  
- against - :  
:  
**CALPINE CORPORATION,** :  
:  
**Appellee.** :  
-----X  
**MANUFACTURERS AND TRADERS** :  
**TRUST COMPANY,** : Case No. 1:07-cv-03199 (GBD)  
:  
**Appellant,** :  
:  
- against - :  
:  
**CALPINE CORPORATION,** :  
:  
**Appellee.** :  
-----X  
**MANUFACTURERS AND TRADERS** :  
**TRUST COMPANY, AS INDENTURE** :  
**TRUSTEE,** : Case No. 1:07-cv-03200 (GBD)  
:  
**Appellant,** :  
:  
- against - :  
:  
**CALPINE CORPORATION,** :  
:  
**Appellee.** :  
-----X  
**MANUFACTURERS AND TRADERS** :  
**TRUST COMPANY, AS INDENTURE** :  
**TRUSTEE,** : Case No. 1:07-cv-03201 (GBD)  
:  
**Appellant,** :  
:  
- against - :  
:  
**CALPINE CORPORATION,** :  
:  
**Appellee.** :  
-----X

**THE OFFICIAL COMMITTEE OF EQUITY :  
SECURITY HOLDER OF CALPINE :  
CORPORATION, ET AL., : Case No. 1:07-cv-03202 (GBD)**

**Appellants,**

- against -

THE BANK OF NOVA SCOTIA, AS  
ADMINISTRATIVE AGENT,  
WILMINGTON TRUST FSB, AS  
INDENTURE TRUSTEE,  
WILMINGTON TRUST COMPANY, AS  
COLLATERAL AGENT,  
WILMINGTON TRUST COMPANY, AS  
ADMINISTRATIVE AGENT,  
HSBC BANK USA, NATIONAL  
ASSOCIATION, AS INDENTURE TRUSTEE  
THE BANK OF NEW YORK, AS  
ADMINISTRATIVE AGENT,  
MANUFACTURERS & TRADERS TRUST  
COMPANY, AS INDENTURE TRUSTEE

### Appellees.

**THE OFFICIAL COMMITTEE OF EQUITY  
SECURITY HOLDERS OF CALPINE  
CORPORATION, ET AL.,**

Case No. 1:07-cv-03203 (GBD)

**Appellants.**

- against -

THE BANK OF NOVA SCOTIA, AS  
ADMINISTRATIVE AGENT,  
WILMINGTON TRUST FSB, AS  
INDENTURE TRUSTEE,  
WILMINGTON TRUST COMPANY, AS  
COLLATERAL AGENT,  
WILMINGTON TRUST COMPANY, AS  
ADMINISTRATIVE AGENT,  
HSBC BANK USA, NATIONAL  
ASSOCIATION, AS INDENTURE TRUSTEE  
THE BANK OF NEW YORK, AS  
ADMINISTRATIVE AGENT,  
MANUFACTURERS & TRADERS TRUST  
COMPANY, AS INDENTURE TRUSTEE

### Appellees.

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-----x		
<b>THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS OF CALPINE CORPORATION, ET AL.,</b>	:	<b>Case No. 1:07-cv-03204 (GBD)</b>
<b>Appellants.</b>	:	
<b>- against -</b>	:	
<b>THE BANK OF NOVA SCOTIA, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST FSB, AS INDENTURE TRUSTEE, WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT, WILMINGTON TRUST COMPANY, AS ADMINISTRATIVE AGENT, HSBC BANK USA, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, THE BANK OF NEW YORK, AS ADMINISTRATIVE AGENT, MANUFACTURERS &amp; TRADERS TRUST COMPANY, AS INDENTURE TRUSTEE</b>	:	
<b>Appellees.</b>	:	
-----x		
<b>CALPINE CORPORATION, <u>et al.</u></b>	:	
<b>Appellant,</b>	:	<b>Case No. 1:07-cv-03266 (GBD)</b>
<b>- against -</b>	:	
<b>WILMINGTON TRUST FSB, <u>et al.</u></b>	:	
<b>Appellee.</b>	:	
-----x		
<b>CALPINE CORPORATION,</b>	:	
<b>Appellant,</b>	:	<b>Case No. 1:07-cv- 3267 (GBD)</b>
<b>- against -</b>	:	
<b>HSBC BANK USA, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, THE BANK OF NEW YORK, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST FSB, AS INDENTURE TRUSTEE, WILMINGTON</b>	:	

TRUST COMPANY, AS ADMINISTRATIVE :  
AGENT, WILMINGTON TRUST COMPANY, :  
AS COLLATERAL AGENT, AND :  
MANUFACTURERS & TRADERS TRUST :  
COMPANY, AS INDENTURE TRUSTEE, :  
:  
Appellee. :  
-----X

**CALPINE CORPORATION,** :  
:  
Appellant. : Case No. 1:07-cv-3268 (GBD)  
:  
- against -  
:  
HSBC BANK USA, NATIONAL :  
ASSOCIATION, AS INDENTURE :  
TRUSTEE, THE BANK OF NEW YORK, :  
AS ADMINISTRATIVE AGENT, :  
WILMINGTON TRUST FSB, AS :  
INDENTURE TRUSTEE, WILMINGTON :  
TRUST COMPANY, AS ADMINISTRATIVE :  
AGENT, WILMINGTON TRUST COMPANY, :  
AS COLLATERAL AGENT, AND :  
MANUFACTURERS & TRADERS TRUST :  
COMPANY, AS INDENTURE TRUSTEE, :  
:  
Appellee. :  
-----X

**THE OFFICIAL COMMITTEE OF** :  
**UNSECURED CREDITORS OF CALPINE** :  
**CORPORATION, ET AL.,** :  
:  
Appellants. : Case No. 1:07-cv-3263 (GBD)  
:  
- against -  
:  
HSBC BANK USA, NATIONAL :  
ASSOCIATION, AS INDENTURE :  
TRUSTEE, THE BANK OF NEW YORK, :  
AS ADMINISTRATIVE AGENT, :  
WILMINGTON TRUST FSB, AS :  
INDENTURE TRUSTEE, WILMINGTON :  
TRUST COMPANY, AS ADMINISTRATIVE :  
AGENT, WILMINGTON TRUST COMPANY, :  
AS COLLATERAL AGENT, AND :  
MANUFACTURERS & TRADERS TRUST :  
COMPANY, AS INDENTURE TRUSTEE, :  
:  
Appellees. :  
-----X

THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF CALPINE CORPORATION, ET AL.,	:	Case No. 1:07-cv-3264 (GBD)
Appellants.	:	
- against -	:	
HSBC BANK USA, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, THE BANK OF NEW YORK, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST FSB, AS INDENTURE TRUSTEE, WILMINGTON TRUST COMPANY, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT, AND MANUFACTURERS & TRADERS TRUST COMPANY, AS INDENTURE TRUSTEE,	:	
Appellees.	:	
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF CALPINE CORPORATION, ET AL.,	:	Case No. 1:07-cv-3265 (GBD)
Appellants.	:	
- against -	:	
HSBC BANK USA, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE, THE BANK OF NEW YORK, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST FSB, AS INDENTURE TRUSTEE, WILMINGTON TRUST COMPANY, AS ADMINISTRATIVE AGENT, WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT, AND MANUFACTURERS & TRADERS TRUST COMPANY, AS INDENTURE TRUSTEE,	:	
Appellees.	:	

**STIPULATION AND AGREED ORDER CONSOLIDATING APPEALS FROM  
ORDERS OF THE BANKRUPTCY COURT**

It is hereby STIPULATED AND AGREED by and between the undersigned counsel for the respective parties, and, upon approval of the Court, shall be deemed ORDERED, as follows:

1. Each of the above appeals shall be consolidated for all purposes.
2. The caption for the consolidated appeals shall be as follows:

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----x	
<b>In re</b>	
	:
<b>CALPINE CORPORATION, et al.,</b>	Chapter 11
	:
	Case No. 05-60200 (BRL)
	:
	(Jointly Administered)
-----x	
<b>HSBC BANK USA, NATIONAL</b>	:
<b>ASSOCIATION, AS INDENTURE</b>	:
<b>TRUSTEE, THE BANK OF NEW YORK,</b>	Case No. I:07-cv-03088 (GBD)
<b>AS ADMINISTRATIVE AGENT,</b>	:
<b>WILMINGTON TRUST FSB, AS</b>	:
<b>INDENTURE TRUSTEE, WILMINGTON</b>	:
<b>TRUST COMPANY, AS ADMINISTRATIVE</b>	:
<b>AGENT, WILMINGTON TRUST COMPANY,</b>	:
<b>AS COLLATERAL AGENT, AND</b>	:
<b>MANUFACTURERS &amp; TRADERS TRUST</b>	:
<b>COMPANY, AS INDENTURE TRUSTEE</b>	:
	Appellants,
	Appellees.
-----x	
- against -	
<b>CALPINE CORPORATION, THE OFFICIAL</b>	:
<b>COMMITTEE OF UNSECURED</b>	:
<b>CREDITORS OF CALPINE CORPORATION,</b>	:
<b>AND THE OFFICIAL COMMITTEE OF</b>	:
<b>EQUITY SECURITY HOLDERS</b>	:

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CALPINE CORPORATION, THE OFFICIAL :  
 COMMITTEE OF UNSECURED :  
 CREDITORS OF CALPINE CORPORATION, :  
 AND THE OFFICIAL COMMITTEE OF :  
 EQUITY SECURITY HOLDERS, :

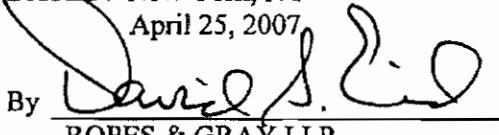
Appellants, :

- against - :

HSBC BANK USA, NATIONAL :  
 ASSOCIATION, AS INDENTURE :  
 TRUSTEE, THE BANK OF NEW YORK, :  
 AS ADMINISTRATIVE AGENT, :  
 WILMINGTON TRUST FSB, AS :  
 INDENTURE TRUSTEE, WILMINGTON :  
 TRUST COMPANY, AS ADMINISTRATIVE :  
 AGENT, WILMINGTON TRUST COMPANY, :  
 AS COLLATERAL AGENT, AND :  
 MANUFACTURERS & TRADERS TRUST :  
 COMPANY, AS INDENTURE TRUSTEE, :

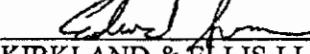
Appellees. :

DATED: New York, NY  
 April 25, 2007

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 Trustee under the Second Priority  
 Indenture and for The Bank of New  
 York, as Administrative Agent under  
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 Guarantee Agreement with respect  
 to certain Second Priority Secured  
 Institutional Term Loans*

By 

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 Generating Company, LLC, CalGen  
 Finance Corp., Calpine Corporation,  
 and Each of their Debtor Subsidiaries  
 and Affiliates Listed in Exhibit 1*

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First Priority Indenture, Wilmington  
Trust Company, as Collateral  
Agent, and Wilmington Trust  
Company, as Administrative Agent  
under the Credit and Guarantee  
Agreement with respect to certain  
First Priority Security Institutional  
Term Loans*

By \_\_\_\_\_

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By \_\_\_\_\_

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By \_\_\_\_\_

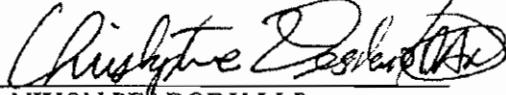
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*Attorneys for the Official Committee of  
Equity Security Holders of Calpine  
Corporation, et al.*

**SO ORDERED:**

UNITED STATES DISTRICT JUDGE

Dated: April , 2007

3374945\_3

By 

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Company, as Administrative Agent  
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Agreement with respect to certain  
First Priority Security Institutional  
Term Loans*

By

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*Attorneys for the Official Committee of  
Equity Security Holders of Calpine  
Corporation, et al.*

**SO ORDERED:**

UNITED STATES DISTRICT JUDGE

Dated: April , 2007

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under the Credit and Guarantee  
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*Attorneys for the Official Committee of  
Equity Security Holders of Calpine  
Corporation, et al.*

**SO ORDERED:**

UNITED STATES DISTRICT JUDGE

Dated: April , 2007

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By \_\_\_\_\_

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Agreement with respect to certain  
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under the Third Priority Indenture*

By \_\_\_\_\_

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SO ORDERED:

*George B. Daniels*  
UNITED STATES DISTRICT JUDGE  
RON. GEORGE B. DANIELS  
Dated: April 2, 2007  
MAY 02 2007  
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